

Exhibit 5

**NEW YORK UNIVERSITY, NEW YORK UNIVERSITY SCHOOL OF
MEDICINE, NYU HOSPITALS CENTER
RETIREMENT PLAN COMMITTEE CHARTER
(Effective 1-1-17, Amended 12/14/2016)**

New York University and NYU Hospitals Center (the "Plan Sponsors") have established the Retirement Plan Committee (the "Committee") to serve as Plan Administrator for the plans of the Plan Sponsors (including plans of New York University School of Medicine) listed on Schedule A (the "Plans"), pursuant to authority delegated by the applicable Plan Sponsor.

The Committee shall consist of not less than five persons and not more than eleven persons. As of the date hereof, the Committee consists of the following members, each serving ex officio (in the titles below or in any subsequent titles to the extent the relevant duties are retained) and not in his or her individual capacity:

- NYU Associate Vice President, Global Compensation and Benefits
- NYU Chief Financial Officer
- NYU Chief Investment Officer
- NYU Provost
- NYU Senior Vice President of Human Resources
- NYULMC Senior Director of Benefits
- NYULMC Senior Vice President of Finance
- NYULMC Senior Vice President of Human Resources
- NYULMC Vice President for Finance

In addition, the NYU General Counsel will be invited to attend all meetings of the Committee and receive copies of all materials sent to Committee members. A Committee member or the NYU General Counsel may designate a representative to attend and participate in one or more Committee meetings on his or her behalf, with notice to one or both Co-Chairs and/or the Secretary of the Committee.

The Plan Sponsors, acting by their respective Board of Trustees (or duly authorized committees thereof), may remove and replace any such member of the Committee at any time, and each Committee member shall serve on the Committee until the Committee member ceases to serve in a designated ex officio position, resigns or is removed by the Boards of Trustees (or specified committee thereof).

The NYU Associate Vice President, Global Compensation and Benefits and the NYULMC Senior Director of Benefits shall be Co-Chairs of the Committee. The Committee shall appoint a Secretary, who may, but need not, be a member of the

Committee. The Secretary shall keep a written record of all meetings and shall furnish all necessary communication to third parties as the Committee shall direct. If the name of a position changes but the duties of the position remain substantially the same (a "successor position"), such successor position shall be substituted for the predecessor position. The Committee in its sole discretion shall determine if a position is a successor position.

The Committee shall meet at least twice per year and as it otherwise deems necessary, at such times and places as the Co-Chairs of the Committee shall determine. Members may attend a meeting by means of electronic or telephonic communications technology. Minutes of the meetings shall be kept and copies of the minutes shall be distributed to the members of the Committee.

The Committee shall, no less frequently than annually, report to the Board of Trustees of each Plan Sponsor (or a designated Board committee of such Plan Sponsor, as appropriate) and the NYULMC Advisory Board on the actions taken by the Committee to discharge its duties under the Plans.

The Committee shall have such powers and duties as set forth herein and as set forth with respect to plan administration in the Plans, and as otherwise may be assigned to it by the Board of Trustees of each Plan Sponsor.

The Committee shall be responsible for evaluating, selecting and monitoring participant-directed investment options (including, if applicable, any default investment option) under the defined contribution plans listed on Schedule A in accordance with such investment policy (or policies) as the Committee may adopt and as may be reviewed and accepted by the Finance Committee of the Board of Trustees of New York University, and consistent with the intention that each such Plan be an "ERISA section 404(c) Plan" within the meaning of the Department of Labor regulations under ERISA section 404(c). The Committee shall periodically review compliance with the disclosure requirements of ERISA section 404(c) by the Plans' third-party vendors, to which primary responsibility for such compliance is delegated. The Committee shall also be responsible for determining the investments made available under any section 457(b) deferred compensation plans listed in Schedule A.

Nondiscretionary amendments to comply with changes in applicable law or the provisions of a collective bargaining agreement to which a Plan Sponsor is a party shall be reviewed and approved by the NYU Senior Vice President of Human Resources or by the NYULMC Senior Vice President of Human Resources (in the case of the School of Medicine and Hospitals Center Plans), and by the Office of General Counsel, and the amendments shall then be reported to Committee members. The Committee shall review and approve any discretionary amendments and other changes relating to the design and benefit structure of the Plans; provided that where such amendments involve more than modest additional costs, but in all cases where one time amendments with cost in excess of \$3 million or annual increase in cost in excess of \$2 million, the amendments also shall be approved by the Boards of Trustees or their applicable committees. Note, the Board of Trustees or their applicable committees would be informed of implementation of discretionary amendments below the thresholds noted above.

The Committee or its delegate, acting on behalf of the Committee, shall have full discretionary authority for deciding benefit claims and appeals to the extent consistent with each Plan, and all such decisions shall be final and conclusive on all persons.

All members of the Committee shall serve without additional pay for the performance of their duties hereunder, but may be reimbursed for reasonable expenses.

A majority of the Committee members (including designated representatives) shall constitute a quorum and may meet for the purpose of conducting Committee business and taking Committee action. All actions taken by the Committee at a duly constituted meeting shall be by vote of a simple majority of those present at such meeting; provided, however, that the Committee may act without a meeting by unanimous consent of its members evidenced by written or electronic consent of all of its members (to be filed with the records of the meetings of the Committee), which written consent may be by email or other electronic means. An individual serving on the Committee who is a participant in any Plan for which the Committee has responsibility shall not vote or act on any matter relating solely to himself or herself. Members may participate in a meeting by means of a telephone conference provided that all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

The Committee may (1) delegate authority and responsibility as the Committee deems proper and periodically review such delegations; (2) conduct other activities within the scope of the Committee's purpose and authority as the Board of Trustees of each Plan Sponsor may from time to time determine; and (3) periodically review this Charter and make recommendations to the Board of Trustees of each Plan Sponsor with regard to any changes to the Charter that the Committee believes would be desirable.

The Committee may adopt such bylaws and other rules, not inconsistent with this Charter, as it deems desirable for the conduct of its affairs.

The Committee shall be assisted in its duties by the management and other employees of the Plan Sponsors. In addition, the Committee may appoint persons to assist it in the administration of the Plans and appoint any other agents it deems advisable, including legal counsel, actuaries, auditors, consultants, bookkeepers and recordkeepers to serve at its direction. The Committee may take such actions as it deems appropriate to monitor the performance of such persons. No such appointment or assistance, in and of itself, shall cause such management and other employees to be considered a fiduciary of any Plan.

Service of process on the Committee or any of the Plans may be made on any individual member of the Committee.

To the maximum extent provided in the Bylaws of each Plan Sponsor, or to the

maximum extent provided in the Plans (or in the associated trust agreements, if applicable), each person who is a member of the Committee or is an authorized delegatee of this Committee shall be entitled to indemnification and the advancement of expenses in connection with any legal proceeding in which such person is involved arising out of such person's duties and responsibilities as a member or delegatee of this Committee. Except as otherwise provided by law, no Committee member shall be liable or responsible for any act or omission of the other Committee members in which the former has not concurred. This Charter may be amended from time to time by the Boards of Trustees of the Plan Sponsors or their duly authorized committees.

SCHEDULE A

Defined Benefit Plans

- New York University Staff Pension Plan
- New York University School of Medicine Defined Benefit Retirement Plan
- NYU Hospitals Center Retirement Plan
- NYU Lutheran Retirement Plan (formerly HSRP)

Defined Contribution Plans

- New York University Retirement Plan for Members of the Faculty, Professional Research Staff and Administration
- New York University Supplemental Tax Deferred Annuity Plan
- New York University Local One Security Officers Union Money Purchase Pension Plan
- New York University Retirement Plan for Adjunct Faculty Members
- New York University School of Medicine Retirement Plan for Members of the Faculty, Professional Research Staff and Administration
- New York University School of Medicine Management and Staff 403(b) Retirement Plan
- NYU Hospitals Center and Participating Employers 403(b) Plan
- New York University Defined Contribution International Pension Plan
- Polytechnic University of NYU Defined Contribution Retirement Plan
- Lutheran Medical Center 403(b) Retirement Plan
- Lutheran Medical Center 401(k) Retirement Plan

Medical Savings Accounts (review and monitoring of investment funds only)

- Sunset Park Health Council Retiree Medical Account Plan
- NYU School of Medicine Retiree Medical Savings Account
- NYU Hospitals Center Retiree Medical Savings Account
- NYU Langone Health System Retiree Medical Account Plan

Deferred Compensation Plans

- New York University Section 457(b) Deferred Compensation Plan
- New York University School of Medicine Section 457(b) Plan
- NYU Hospitals Center Section 457(b) Plan
- Lutheran Medical Center Deferred Compensation Plan